

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
: Case No. 10-10689 (AJG)  
Penton Business Media Holdings, Inc., *et al.*,<sup>1</sup> :  
Debtors : (Jointly Administered)  
:  
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**SUPPLEMENTAL DECLARATION OF NEIL A. AUGUSTINE  
IN SUPPORT OF THE APPLICATION OF DEBTORS TO  
RETAIN AND EMPLOY ROTHSCHILD INC. AS FINANCIAL ADVISOR  
AND INVESTMENT BANKER NUNC PRO TUNC AS OF THE PETITION DATE**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure

(the "Bankruptcy Rules"), Neil A. Augustine declares:

1. I am a Managing Director of the firm Rothschild Inc. ("Rothschild" or the "RINC"),<sup>2</sup> which has its principal office at 1251 Avenue of the Americas, New York, New York 10020. I am authorized to execute this declaration on behalf of Rothschild. Unless otherwise stated in this supplemental declaration, I have personal knowledge of the facts set forth herein. I make this Supplemental Declaration to supplement the information contained in my Declaration in Support of the Application of Debtors to Retain and Employ Rothschild Inc. as

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<sup>1</sup> The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Penton Business Media Holdings, Inc. (9837); Penton Media, Inc. (5386); Penton Business Media, Inc. (1277); Duke Communications International, Inc. (7904); Duke Investments, Inc. (2160); DVGM & Associates (5363); Internet World Media, Inc. (5519); Penton Business Media Internet, Inc. (8290); and Penton Business Media Publications, Inc. (8292).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Financial Advisor and Investment Banker *Nunc Pro Tunc* as of the Petition Date filed on February 12, 2010 (the "Original Declaration").<sup>3</sup>

2. As detailed in the Original Declaration, Rothschild undertook a lengthy conflicts analysis based on a list of "Potential Parties in Interest" provided by the Debtors in order to determine whether it had any conflicts or other relationships that might cause it to represent or hold any interest adverse to the Debtors' estates. To the best of my knowledge and belief, Rothschild does not represent or advise any of the listed "Potential Parties in Interest" in connection with matters relating to the Debtors.

3. The purpose of this Supplemental Declaration is to provide disclosure of additional potential parties in interest provided by the Debtors (the "Additional Potential Parties in Interest"), attached hereto as Schedule 1, and Rothschild's relationships with the Additional Potential Parties in Interest (or its affiliates, as the case may be), attached hereto as Schedule 2. To the best of my knowledge and belief, Rothschild does not represent or advise any of the listed Additional Potential Parties in Interest in connection with matters relating to the Debtors.

4. Additionally, to the best of my knowledge, no individual assignment referenced on Schedule 2 currently accounts for more than 1.5% of Rothschild's gross annual revenues.

5. If Rothschild discovers additional information that requires disclosure, Rothschild will file promptly a supplemental disclosure with the Court as required by Bankruptcy Rule 2014. Rothschild also reserves the right to supplement this Supplemental Declaration in the event that Rothschild discovers any facts bearing on matters described herein.

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<sup>3</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at Rothschild and are based on information provided by them.

6. If Rothschild discovers additional information that requires disclosure, Rothschild promptly will file a supplemental disclosure with the Court as required by Bankruptcy Rule 2014.

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 19, 2010  
New York, New York

/s/ Neil A. Augustine

Neil A. Augustine  
Managing Director  
Rothschild Inc.  
1251 Avenue of the Americas,  
New York, New York 10020

## **SCHEDULE 1 TO THE SUPPLEMENTAL DECLARATION**

### **Additional Potential Parties in Interest**

#### **Directors, Officers and Senior Management**

Warren Bimblick  
Kim Paulsen

#### **Prepetition Secured Lenders**

BlackRock  
Cerberus Capital  
Citigroup, Inc.  
Credit Suisse AG  
Pennant Park Investment Corporation  
The Bank of New York Corporate Trust Company  
US Bank N.A.  
Wells Fargo Capital Finance, Inc.

#### **Counsel to Interested Parties**

Weil, Gotshal & Manges LLP (Counsel to the Agent  
for the Debtors' First Lien Lenders)  
Pillsbury Winthrop Shaw Pittman LLP (Counsel to  
the Agent for the Debtors' Second Lien  
Lenders)  
Kirkland & Ellis LLP (Counsel to certain of the  
Debtors' Equity Security Holders)

#### **Parties in Litigation with the Debtors**

Eugene I. Davis [Litigation Trustee for the Quebecor  
World Litigation Trust]

#### **Largest Unsecured Creditors**

All Phases Event Group LLC  
Aramark Corporation  
CIGNA Healthcare  
Freeman Audio Visual Solutions, Inc.  
Georgia World Congress Center  
Pitney Bowes Software, Inc.  
Publication Printers Corporation  
Uniconformity LLC

#### **Debtors' Professionals and Consultants**

Finsbury Limited  
John Buttine, Inc.  
Walter & Haverfield  
Wells Fargo Insurance Service USA, Inc.

**SCHEDULE 2 TO THE SUPPLEMENTAL DECLARATION**

**Relationships With Additional Potential Parties in Interest**

| <u>Party in Interest</u>                     | <u>Entity with which RINC Has a Connection</u>                 | <u>Nature of Connection</u>   |
|--|--|---|
| The Bank of New York Corporate Trust Company | Bank of New York   | Client pitches by RINC affiliate on matters unrelated to Penton.  |
| BlackRock                                    | BlackRock; BlackRock Financial Management Inc.                 | Client pitch by RINC to BlackRock on matters unrelated to Penton.<br><br>RINC is representing an Ad Hoc Committee of Bondholders where BlackRock Financial Management Inc. is listed as a participant. The matter is unrelated to Penton.               |
| Cerberus Capital                             | Cerberus Capital Management LP; Cerberus Group LP; Cerberus US | Cerberus Capital Management LP has been a client of RINC on matters unrelated to Penton.<br><br>Cerberus Group LP has been a client of RINC on matters unrelated to Penton.<br><br>Client pitch by RINC to Cerberus US on a matter unrelated to Penton. |
| Citigroup, Inc.                              | Citigroup Mezzanine III LP                                     | RINC was involved in a transaction unrelated to Penton where Citigroup Mezzanine III LP was an interested party.  |
| Credit Suisse AG                             | CSFB   | Former RINC Client on matters unrelated to Penton.  |
| Kirkland & Ellis LLP                         | Kirkland & Ellis LLP   | RINC Vendor   |
| Pitney Bowes Software, Inc.                  | Pitney Bowes Inc.  | Client pitch by RINC on matters unrelated to Penton.  |

| <b><u>Party in Interest</u></b>  | <b><u>Entity with which RINC<br/>Has a Connection</u></b> | <b><u>Nature of Connection</u></b>  |
|--|---|---|
| Eugene I. Davis [Litigation Trustee for the Quebecor World Litigation Trust] | Eugene Davis; Quebecor World Inc.                         | Client pitches by RINC to Quebecor World Inc. on matters unrelated to Penton.<br><br>RINC is working with a company where Mr. Davis is a director in matters unrelated to Penton.     |
| Weil Gotshal & Manges  | Weil Gotshal & Manges                                     | RINC Vendor   |
| Wells Fargo Capital Finance, Inc.; Wells Fargo Insurance Services USA, Inc.  | Wells Fargo; Wells Fargo Leasing                          | RINC was involved in a transaction where Wells Fargo Leasing was listed as client and Wells Fargo was listed as a participant in the same matter. The matter was unrelated to Penton. |